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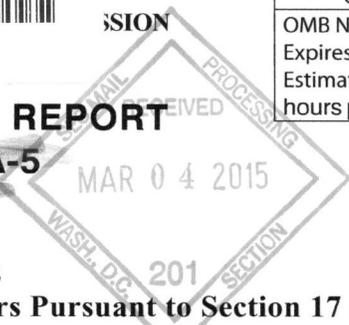
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OMB APPROVAL	
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ANNUAL AUDITED REPORT
FORM X-17A-5
PART III



SEC FILE NUMBER
8-40583

FACING PAGE

**Information Required of Brokers and Dealers Pursuant to Section 17 of the
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING January 1, 2014 AND ENDING December 31, 2014
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: **Southport Partners L.P.**

OFFICIAL USE ONLY
FIRM I.D. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

187 Westway Road

(No. and Street)

Southport

CT

06890

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Dale McIvor

917-328-6313

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Edward Richardson Jr., CPA

(Name - if individual, state last, first, middle name)

15565 Northland Drive, Suite 508 West, Southfield, MI 48075

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

- Certified Public Accountant
- Public Accountant
- Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

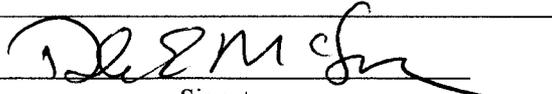
*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

KH 3/14

OATH OR AFFIRMATION

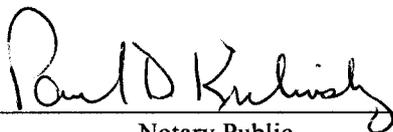
I, Dale E. McIvor, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Southport Partners L.P., as of December 31, 2014, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

No exceptions.


Signature

Principal

Title



Notary Public

PAUL D. KRILIVSKY
NOTARY PUBLIC
MY COMMISSION EXPIRES OCT 31, 2015

This report ** contains (check all applicable boxes):

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

material respects, in relation to the financial statements as a whole.

Edward Richardson Jr. CPA

Edward Richardson Jr., CPA
Southfield, MI. 48075
February 16, 2015

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Southport Partners L.P
STATEMENT OF FINANCIAL CONDITION
December 31, 2014

ASSETS	
Current Assets	
Checking - Chase Manhattan	\$ 1,040.24
Accounts Receivable	68,950.12
Accounts Receivable Reserve	(65,200.12)
Employee Advances	5,850.50
Stocks	14,388.00
	<hr/>
Total Current Assets	25,028.74
Property and Equipment	
	<hr/>
Total Property and Equipment	0.00
Other Assets	
	<hr/>
Total Other Assets	0.00
	<hr/>
Total Assets	\$ 25,028.74
	<hr/> <hr/>
LIABILITIES AND CAPITAL	
Current Liabilities	
Accounts Payable	\$ 1,500.00
	<hr/>
Total Current Liabilities	1,500.00
Long-Term Liabilities	
	<hr/>
Total Long-Term Liabilities	0.00
	<hr/>
Total Liabilities	1,500.00
Capital	
Partner's Capital - SPP	(119,536.51)
Retained Earnings - Prior Yr.	124,429.25
Net Income	18,636.00
	<hr/>
Total Capital	23,528.74
	<hr/>
Total Liabilities & Capital	\$ 25,028.74
	<hr/> <hr/>

The accompanying notes are an integral part of these financial statements

Southport Partners L.P.
Income Statement
For the Twelve Months Ending December 31, 2014

	Year to Date
Revenues	
Fee Income	21,500.00
Gain (Loss) on Securities	2,448.00
	<hr/>
Total Revenues	23,948.00
	<hr/>
Cost of Sales	
	<hr/>
Total Cost of Sales	0.00
	<hr/>
Gross Profit	23,948.00
	<hr/>
Expenses	
Insurance	690.00
Legal & Accounting Services	1,500.00
Bank Charges	220.00
Fees & Licences	2,542.00
Office Expenses	360.00
	<hr/>
Total Expenses	5,312.00
	<hr/>
Net Income	\$ 18,636.00
	<hr/> <hr/>

The accompanying notes are an integral part of these financial statements

Southport Partners L.P.
Statement of Cash Flow
For the twelve Months Ended December 31, 2014

		Year to Date
Cash Flows from operating activities		
Net Income	\$	18,636.00
Adjustments to reconcile net income to net cash provided by operating activities		
Accounts Receivable		(3,750.00)
Accounts Receivable Reserve		0.00
Employee Advances		(4,924.00)
Stocks		(2,448.00)
Accounts Payable		1,500.00
Accrued Liabilities		0.00
Employee Reimbursement Due		0.00
		<hr/>
Total Adjustments		(9,622.00)
		<hr/>
Net Cash provided by Operations		9,014.00
		<hr/>
Cash Flows from investing activities		
Used For		
		<hr/>
Net cash used in investing		0.00
		<hr/>
Cash Flows from financing activities		
Proceeds From		
Partner's Capital - SPP		0.00
Partner's Capital - LP's		0.00
Retained Earnings - Prior		0.00
Used For		
Partner's Capital - SPP		(9,000.00)
Partner's Capital - LP's		0.00
Retained Earnings - Prior		0.00
		<hr/>
Net cash used in financing		(9,000.00)
		<hr/>
Net increase <decrease> in cash	\$	14.00
		<hr/> <hr/>
Summary		
Cash Balance at End of Period	\$	1,040.24
Cash Balance at Beginning of P		(1,026.24)
		<hr/>
Net Increase <Decrease> in Cash	\$	14.00
		<hr/> <hr/>

The accompanying notes are an integral part of these financial statements

Southport Partners L.P.
Statement of Changes in Partner's Capital
For the twelve months ended December 31, 2014

Contributed Capital	THIS YEAR
Partner's Capital - SPP	0.00
Partner's Capital - LP's	0.00
	<hr/>
Total Capital Contributions	0.00
	<hr/>
Capital Distributions	
Partner's Capital - SPP	\$ (9,000.00)
Partner's Capital - LP's	0.00
	<hr/>
Total Capital Distributions	(9,000.00)
	<hr/>
Period Net Income	
Net Income	18,636.00
NET CHANGE - PARTNERS CAPITAL	9,636.00
	<hr/> <hr/>
Beginning Partner's Capital	
Opening Capital Accounts	(54,910.63)
Earnings through Prior Period	68,803.37
	<hr/>
BEGINNING PARTNERS CAPITAL	13,892.74
	<hr/>
Period End - Partners Capital	
PARTNERS CAPITAL	THIS YEAR 23,528.74
	<hr/> <hr/>

The accompanying notes are an integral part of these financial statements

Southport Partners L.P.
Statement of Changes in Retained Earnings

For the twelve months ended December 31, 2014

BEGINNING RETAINED EARNINGS	13,892.74
Total Capital Contributions	0.00
Total Capital Distributions	(9,000.00)
Net Income	18,636.00
NET CHANGE - RETAINED EARNINGS	<u>9,636.00</u>
RETAINED EARNINGS - PERIOD END	<u>23,528.74</u>

The accompanying notes are an integral part of these financial statements

Notes to Financial Statements

Southport Partners L.P.

December 31, 2014

- **ORGANIZATION**

Southport Partners L.P. (the "Partnership") was formed in 1988 as a Delaware Limited Partnership and became a broker-dealer registered with the Securities and Exchange Commission and a member of the National Association of Securities Dealers (succeeded by the Financial Industry Regulatory Authority, Inc.). The General Partner of the Partnership is Southport Partners, a Connecticut general partnership which is owned 50/50 by Dale McIvor and Katherine Walsh. The Limited Partner is Dale McIvor.

- **DESCRIPTION OF THE BUSINESS.**

The Partnership provides investment banking services to corporations and financial institutions, primarily related to mergers and acquisitions and related financial advice. The Partnership also provides services related to the private placement of securities with corporations, financial institutions, and other accredited investors.

- **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

- ***Basis of Presentation***

The Partnership keeps its books and prepares its financial statements on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

- ***Use of Estimates***

In preparing financial statements in conformity with generally accepted accounting principles, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reporting period. Actual results could differ from those estimates.

- ***Cash and Cash Equivalents***

The Partnership considers all short term investments with an original maturity of three months or less as cash equivalents.

- ***Securities Transactions***

Profit and loss arising from all securities transactions entered into for the account and risk of the Partnership are recorded on a trade date basis.

- ***Revenue Recognition***

Investment banking revenues arise from security offerings and obtaining financing in which the Partnership acts as placement agent, and from advisory services in merger and acquisition transactions, valuations and other advisory services. Investment banking revenues are recorded as earned, in accordance with the terms of the investment banking agreements. Revenue from other fees and services is recorded when earned.

- ***Fair Value of Financial Instruments***

Financial Instruments that are subject to fair value disclosure requirements are carried in the financial statements at an amount that approximates fair value and include cash and cash

equivalents and securities held for investment. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of Fair Value Measurements. Unrealized gains and losses are reported in the current period.

- **Accounts Receivable**

On a regular basis, the Partnership evaluates its receivables and establishes a reserve for doubtful accounts, based on facts and circumstances, collections and current credit conditions, and the reserved amount is charged to operations. If a receivable account is judged by management to be uncollectable, the account and any corresponding reserve are removed from the balance sheet, and any unreserved amount is charged to operations.

- **Property and Equipment (none at present)**

Property and equipment is stated at cost. The costs of additions and betterments are capitalized and expenditures for repairs and maintenance are expensed in the period incurred. When items of property and equipment are sold or reared, the related costs and accumulated depreciation are removed from the accounts and any gain or loss is included in income.

- **Income Taxes**

The Partnership does not provide for income taxes since all income or losses are passed through to its partners and limited partners in proportion to their ownership.

- **FAIR VALUE MEASUREMENTS**

FASB ASC 820 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities the Company has the ability to access.
- Level 2 inputs are inputs (other than quoted prices included within level 1) that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability and rely on management's own judgments about the assumptions that market participants would use in pricing the asset or liability.

The following outlines the valuation methodologies for the Partnership's material categories of financial assets and liabilities:

- Equities Equity securities are generally valued based on quoted prices from an exchange.
- To the extent these securities are actively traded, they are classified as Level 1 in the fair value hierarchy; otherwise they are classified as Level 2 or 3.
- The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.
- Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for the Partnership's assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013.

- Common stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflect of future fair values. Furthermore, while the Partnership believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Partnership's assets and liabilities which have been measured at fair value as of December 31, 2014. For cash and cash equivalents, current receivables, accounts payable, interest accrual and short-term debts, if any, the carrying amounts approximate fair value because of the short maturity of these instruments, and therefore fair value information is not included in the table below.

Assets at Fair Value as of December 31, 2014

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common stock	\$ 14,388	\$ -0-	\$ -0-	\$ 14,388
Non-Current Accounts Receivable			\$ -0-	\$ -0-

- **COMPREHENSIVE INCOME**

Statement of Financial Accounting Standards (SFAS) No 130, Reporting Comprehensive Income, establishes requirements for disclosure of comprehensive income that include certain items previously not included in the statement of income, including unrealized gains and losses on available-for-sale securities and foreign currency translation adjustments, among other things. During the year ended December 31, 2014, the Partnership did not have any components of comprehensive income to report.

- **CONCENTRATIONS OF CREDIT RISK**

The Partnership maintains cash balances at banks and other financial institutions. At various times during the year these balances may exceed Federal Deposit Insurance Corporation FDIC limits of \$250,000. At no time during 2014 did the deposits of the Partnership exceed the FDIC limit, and therefore the Partnership did not have cash or cash equivalent balances at risk.

- **SIPC RECONCILIATION REPORT**

SEA Rule 17a-5(e)(4) requires a registered broker-dealer to file a supplemental report which includes procedures related to the broker-dealer's SIPC annual general assessment reconciliation or exclusion-from-membership forms. Where the broker-dealer reports \$500,000 or less in gross revenues they are not required to file the supplemental SIPC report. The Partnership is exempt from filing the supplemental report under SEA Rule 17a-5(e)(4) because it is reporting less than \$500,000 in gross revenue.

- **COMMITMENTS AND CONTINGENCIES**

The Partnership does not have as of the date of this report any commitments, guarantees or contingencies (arbitrations, lawsuits, claims, etc.) that may result in a loss or future obligation or that may be asserted against the firm at a future date.

- **RELATED PARTY TRANSACTIONS**

At December 31, 2014, advances to principals of the Partnership were \$5,850.50.

- **NET CAPITAL REQUIREMENTS**

The Partnership is subject to the SEC Uniform Net Capital Rule ("SEC Rule 15c3-1"), which requires the maintenance of a minimum net capital, as therein defined, and requires that the ratio of aggregate indebtedness, as therein defined, to net capital, shall not exceed 15 to 1 (or 1500%).

At December 31, 2014, the Partnership's net capital position was as follows:

Net capital, as defined	\$ 11,770
Net capital required	\$ 5,000
Excess capital	\$ 6,770
Net capital ratio***	12.74%

***The net capital ratio is calculated as aggregate indebtedness, as defined, divided by net capital.

The computation of Net Capital is set forth in detail on Schedule I hereto.

- **RECONCILIATION OF COMPUTATION OF NET CAPITAL**

The above computation does not differ from the computation of net capital under Rule 15c3-1 as of December 31, 2014 as filed by the Partnership on Form X-17A-5.

Accordingly, no reconciliation is deemed necessary.

- **STATEMENT OF CHANGES IN LIABILITIES SUBORDINATED TO CLAIMS OF GENERAL CREDITORS**

No subordinated liabilities existed at any time during the year or the prior year, thus there were no changes.

- **STATEMENT REGARDING RESERVE REQUIREMENTS AND POSSESSION OR CONTROL REQUIREMENTS**

The Partnership operates pursuant to section (k)(2)(ii) exemptive provisions of Rule 15c3-3 of the Securities Exchange Act of 1934, as detailed in Schedule II.

Under these exemptive provisions, the Computation for Determination of Reserve Requirements and Information Relating to the Possession and Control Requirements are not required.

- **SUBSEQUENT EVENTS**

In preparing these financial statements, the Partnership has evaluated events and transactions for potential recognition or disclosure through the date the financial statements were issued, February 16, 2015. There were no significant subsequent events that required recognition and disclosure in the financial statements.

- **AVAILABILITY OF ANNUAL AUDIT REPORT**

Pursuant to rule 17a-5 of the Securities and Exchange Commission, the Partnership's statement of financial condition as of September 30, 2014, is available for examination at the office of the Partnership in Southport, Connecticut and at the Securities and Exchange Commission in Boston, Massachusetts.

Southport Partners L.P.
SUPPLEMENTARY INFORMATION
Pursuant to rule 17a-5
of the
Securities and Exchange Act of 1934
As of and for the Year Ended December 31, 2014

SCHEDULE I
COMPUTATION OF NET CAPITAL UNDER RULE 15C3-1
of the
SECURITIES AND EXCHANGE COMMISSION
For the Year Ended December 31, 2014

Computation of Net Capital

Total ownership equity from Statement of Financial Condition	\$ 23,529
Deduct ownership equity not allowable for net capital	-
	<hr/>
Total Ownership Equity Qualified for Net Capital	23,529

Deductions and/or charges:

Total non-allowable assets from Statement of Financial Condition	\$ 9,601
	<hr/>
Total Deductions and/or Charges	(9,601)

Net capital before haircuts on securities positions	\$ 13,928
	<hr/>
Total Haircuts on Securities	(2,158)
	<hr/>
Net Capital	<u><u>\$ 11,770</u></u>

Computation Of Basic Net Capital Requirement

Minimum net capital required	\$ 100
Minimum dollar net capital requirement	5,000
Net capital requirement (larger of the above)	5,000
Excess net capital	\$ 6,770
	<hr/>
Net Capital less the greater of 10% of total A.I. or 120% of minimum dollar net capital	<u><u>\$ 5,770</u></u>

Computation of Aggregate Indebtedness

Total A.I. liabilities from Statement of Financial Condition	\$ 1,500
Deduct: adjustment based on deposits in Special Reserve Bank Accounts (15c3-1)(c)(1)(vii))	\$ 0
Total aggregate indebtedness	\$ 1,500

Ratio of aggregate indebtedness to net capital	12.74%
--	--------

SCHEDULE II
INFORMATION RELATING TO POSSESSION OR CONTROL REQUIREMENTS
UNDER RULE 15C3-3
of the
SECURITIES AND EXCHANGE COMMISSION
For the Year Ended December 31, 2014

This schedule is to state the claim of exemption for Southport Partners L.P. from the reporting provisions of SEC Rule Rule 15c3-3 for the year 2014.

The exemptive provision we claim is under paragraph (k)(2)(ii) of the Rule, which reads in part:

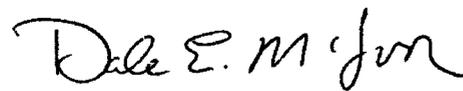
(ii) Who, as an introducing broker or dealer, clears all transactions with and for customers on a fully disclosed basis with a clearing broker or dealer, and who promptly transmits all customer funds and securities to the clearing broker or dealer which carries all of the accounts of such customers and maintains and preserves such books and records pertaining thereto pursuant to the requirements of §§ 240.17a-3 and 240.17a-4 of this chapter, as are customarily made and kept by a clearing broker or dealer.

Southport Partners L.P. carries NO customer accounts and does not hold any securities or cash for customers. We are not at present an "introducing broker or dealer", nor have we ever been, nor do we plan to become one. Should we become one, we would continue to rely on the above exemption.

Our activities consist of M&A and private placement advisory services, which involve holding no securities or cash for others.

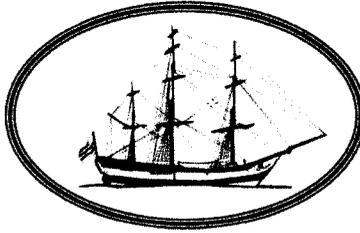
As such, to our best knowledge and belief, Southport Partners L.P. has met the exemptive provisions of the Rule as identified above throughout the entire 2014 year, without exception.

Attested by:



Dale E. McIvor

Principal



**Southport Partners L.P.
Southport, Connecticut**

February 16, 2015

Edward Richardson, Jr. CPA
15565 Northland Drive
Suite 508 West
Southfield, MI 48075

RE: Exemption Statement Rule 15c3-3 (k) (2) for FYE December 31, 2014

Dear Mr. Richardson Jr.,

Please be advised that Southport Partners, L.P. has complied with Exemption Rule 15c3-3 (k) (2) (i) and (ii), for the period of January 1, 2014 through December 31, 2014. Southport Partners, L.P. did not hold customer securities or funds at any time during this period and does business on a limited basis (merger and acquisition, private placement, and other financial advisory work). Southport Partners, L.P.'s past business has been of similar nature and has complied to this exemption since in previous years.

Dale McIvor, a Principal of Southport Partners, L.P. has made available to Edward Richardson all records and information including all communications from regulatory agencies received through the date of this review December 31, 2014.

Dale McIvor has been responsible for compliance with the exemption provision throughout the fiscal year. Also, there were not any know events or other factors that might have affected Southport Partners, L.P.'s compliance with this exemption.

If you would like additional information or have any questions, feel free to call me directly at (917) 328-6313.

Very truly yours,

Southport Partners, L.P.
Dale McIvor
Principal

Edward Richardson, Jr., CPA
15565 Northland Suite 508 West
Southfield, MI. 48075

February 16, 2015

Board of Directors
Southport Partners, LP
187 Westway Road
Southport, CT 06890-1425

I have reviewed management's statements, included in the accompanying Representation Letter of Exemptions in which (1) Southport Partners, LP identified the following provisions of 17 C.F.R. § 15c3-3(k) under which Southport Partners, LP claimed an exemption from 17 C.F.R. § 15c3-3(k)(2)(i), and (2) Southport Partners, LP stated that Southport Partners, LP met the identified exemption provisions throughout the most recent fiscal year without exception. Southport Partners, LP's management is responsible for compliance with the exemption provisions and its statements.

My review was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included inquiries and other required procedures to obtain evidence about Southport Partners, LP compliance with the exemption provisions. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's statements. Accordingly, I do not express such an opinion.

Based on my review, I'm not aware of any material modifications that should be made to management's statements referred to above for them to be fairly stated, in all material respects, based on the provisions set forth in paragraph (k)(2)(i) of Rule 15c3-3 under the Securities Exchange Act of 1934.



Edward Richardson, Jr., CPA

SCHEDULE III
INFORMATION RELATING TO
Reconciliation of the Computation of Net Capital under § 240.15c3-1
and
Reconciliation of the Computation for Determination of the Reserve Requirements
under
Exhibit A of § 240.15c3-3
of the
SECURITIES AND EXCHANGE COMMISSION
For the Year Ended December 31, 2014

SEA Rule 17a-5 requires "a reconciliation, including appropriate explanations, of the Computation of Net Capital under § 240.15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of § 240.15c3-3 in the audit report with the broker's or dealer's corresponding unaudited most recent Part II or Part IIA filing shall be filed with said report when material differences exist. If no material differences exist, a statement so indicating shall be filed."

For the year ended December 31, 2014, no material differences exist in Net Capital computations, and the Partnership is exempt from the Reserve Requirements under 15c3-3, so no material differences could nor did exist.